

RECORDATION NO. 19150-M FILED

MAR 10 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination 1994-3 [Tranche II], dated as of February 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement 1994-3 and related documents previously filed with the Commission under Recordation Number 19150.

The name and address of the party to the enclosed document are:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

[Lessee: Wisconsin Central Ltd
6250 North River Road Suite 9000
Rosemont IL 60017]

Section Chief
March 107, 2010
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A description of the railroad equipment covered by the enclosed document is:

84 railcars within the series WC 26965 - WC 27947 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Lease Termination 1994-3 [Tranche II].

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

(1994-3 [Series B / Tranche II])

MAR 10 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

LEASE TERMINATION 1994-3 [TRANCHE II] dated as of February 16, 2010.

WHEREAS, **Wilmington Trust Company** as owner trustee ("Owner Trustee") and **Wisconsin Central Ltd.** as lessee ("Lessee") entered into an Equipment Lease Agreement 1994-3 dated as of December 27, 1994 ("Lease"), as supplemented by Lease Supplement 1994-3 No. 1 dated December 30, 1994 ("Lease Supplement No. 1"), Lease Supplement 1994-3 No. 2 dated February 15, 1995 ("Lease Supplement No. 2"), Lease Supplement 1994-3 No. 3 dated March 30, 1995 ("Lease Supplement No. 3") and Lease Supplement No. 4 dated June 2, 1995 ("Lease Supplement No. 4"), covering, in the aggregate, six-hundred ninety (690) plate B 50' 70-ton boxcars (the "Boxcars");

WHEREAS, to evidence its interest in the Boxcars under the Lease and the four Lease Supplements, each of the five (5) above described documents was recorded or deposited, as the case may be, in the period December 30, 1994 to June 2, 1995, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 19150, 19150-B, 19150-D, 19150-F and 119150-H and (ii) the Registrar General of Canada with document keys 10203, 10209, 10212, 10221 and 10222;

WHEREAS, the Owner-Trustee heretofore terminated the Lease (in respect of the Tranche I Units (as defined in the Lease) only), Lease Supplement No. 1 and the three-hundred ninety-seven (397) Tranche I Units;

AND WHEREAS, as of the date hereof, (i) the Lease as it pertains to Lease Supplement No. 3 and Lease Supplement No. 4, covering, in the aggregate, two-hundred nine (209) plate B 50' 70-ton boxcars, remains in full force and effect in all respects, except as contemplated hereby and (ii) the Lessee has fully discharged and satisfied its obligations under the Lease solely as it pertains to Lease Supplement No. 2 covering eighty-four (84) plate B 50' 70-ton boxcars bearing WC marks and the road numbers set forth in Schedule A hereto ("Tranche II Units").

NOW, THEREFORE, the Owner Trustee hereby (i) terminates the Lease (in respect of Lease Supplement No.2, and the Tranche II Units thereunder, only) and (ii), for greater certainty, releases any security interest thereunder in the Tranche II Units.

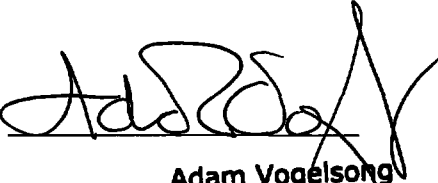
[Execution on next page]

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IN WITNESS WHEREOF, the Owner Trustee has caused this Lease Termination 1994-3 [Tranche II] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
owner trustee

By:
Its:

A handwritten signature in black ink, appearing to read 'Adam Vogelsong', written over a horizontal line.

Adam Vogelsong
Senior Financial Services Officer

STATE OF DELAWARE)
)
CITY OF WILMINGTON) ss:

On this 16th day of February, 2010, before me personally appeared Adam R. Vogelsong, to me personally known, who, being by me duly sworn, says that he / she is a Senior Financial Services Officer of Wilmington Trust Company, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said company association


Notary Public

My commission expires: _____ PATRICK A. KANAR
Notary Public - State of Delaware
[Notarial Seal] My Comm. Expires April 1, 2010

Schedule A

Tranche II Units

REBUILT BOX CARS

All cars stencilled with WC prefix.

<u>NEW #</u>	<u>NEW #</u>
1 26965	42 27559
2 26971	43 27609
3 26974	44 27613
4 26976	45 27633
5 26977	46 27635
6 26980	47 27639
7 26981	48 27647
8 26986	49 27654
9 26987	50 27671
10 26990	51 27681
11 26998	52 27701
12 27317	53 27713
13 27346	54 27714
14 27378	55 27721
15 27392	56 27725
16 27411	57 27737
17 27422	58 27738
18 27435	59 27742
19 27436	60 27751
20 27438	61 27752
21 27454	62 27758
22 27455	63 27769
23 27456	64 27811
24 27458	65 27824
25 27460	66 27826
26 27465	67 27843
27 27468	68 27846
28 27490	69 27853
29 27491	70 27857
30 27493	71 27858
31 27502	72 27860
32 27507	73 27863
33 27512	74 27866
34 27514	75 27869
35 27521	76 27873
36 27526	77 27878
37 27536	78 27914
38 27542	79 27924
39 27545	80 27925
40 27547	81 27929
41 27555	82 27930
	83 27945
	84 27947